



Performance Management Program
Year: 2014

MCHA Mission

We foster communication and community among MCHC companies.

Through partnership, we provide professional services that align with MCHC standards and policies, contribute to the performance of the MCHC Group and enhance KAITEKI value.

We will achieve our mission through a commitment to ethics, professionalism, and service.

Employee Name:	Jennifer S. Fischman	Employee Title:	Assistant General Counsel
Manager Name:	Donna Costa	Manager Title:	EVP, General Counsel
Review Date:	April 29, 2015		

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1. Job Performance Previous Period

List the major areas of responsibility for this position and briefly describe the employee's performance in each of these areas during the previous period. Success in attaining specific goals and objectives established for the previous period should be discussed.

Major Area of Responsibility	Performance During Previous Period
Commercial Transactions, Contracts and Legal Advice, Litigation Management	Provided legal support and advice on a myriad of issues including settlement agreements, insurance agreements, leases for real property, distribution and supply agreements, master services agreements, nondisclosure agreements, employment-related agreements, compliance issues, environmental issues, bankruptcy, risk management and litigation.
Communication with Japan	Continued good communication with Japan this year, providing direct support to MCHC companies on a number of issues: worked with MTPC on closing out Alpha litigation matters, Noltex on the VAM supply issue, and managed bankruptcy matters for Nippon Kasei, among others. Kept up with regular communications with clients in Japan in a timely manner.
Outside Counsel Management; Projects	Managed outside counsel effectively; worked to find ways to reduce outside counsel costs on all matters, including litigation, bankruptcy, real estate, and Alpha matters.
Compliance	Provided trainings and seminars to MFA, Verbatim and Mytex employees as well as at the MCHA Controllers Meeting. Trainings covered global business issues, and compliance with anti-bribery, antitrust and price discrimination policies and law. Launched the beta-version of the Anti-Bribery Compliance Training Manual to Verbatim and MFA and did a Bribery Risk Assessment of all North American affiliates.
Training, Mentoring, Supervising	Provided support and guidance to Kazuhiro Kishiyama and began supervising and mentoring Maiko Usami.

2. Knowledge and Skills Application

In addition to overall performance during the previous period related to job responsibilities, every employee has demonstrated the use of specific skills in performing their job. Use this area to judge the overall application of these skills and comment in specific detail on any topics related to the following areas that deserve mention either because of outstanding performance or further developmental needs. Indicate in the appropriate box the level of proficiency for each area: "-" means needs improvement; "=" means performs acceptably; and "+" means exhibits outstanding levels of proficiency.

Skill and Knowledge Area	Level of Proficiency		
	-	=	+
1. Planning, Organizing, and Executing			+
2. Problem-Solving/ Decision Making			+
3. Job Knowledge			+
4. Communication Skills		=	
5. Leadership/ Development of Others		=	
6. Compliance and Ethics			+

3. Comments

Jennifer worked on a number of on-going projects: she took over the management of the HIV/HCV litigation wind-down and settlement of the Israeli litigation from outside counsel, leading to a reduction in outside legal fees for Alpha; she successfully concluded the NJ AWP litigation structuring the settlement in a way that resulted in a 30% reduction of the settlement fee; she continued to support the Mytex-Chemtrusion relationship in its execution of the 8th Amendment of the Definitive Agreement and capital expansion; she led and completed the settlement negotiations of the property damage issues with the landlord and negotiated a complex pollution insurance policy on behalf of USRO; she successfully concluded two employment investigations at Mytex; and she oversaw the acquisition of the neighboring property in Bellevue on behalf of MCPP resolving the environmental issues in a manner of no risk for the business. In addition, Jennifer continued her support of the acquisition of property and construction of a new facility in Brazil, continued her post-acquisition support of MCPP, and led an investigation into allegations of fraud and misrepresentation by the former owners of the Warren business. In addition, Jennifer continued as lead counsel in support of several MCHC affiliates in North America, including, MFA, MCPP, Mytex, Yupo, MEPA and MPCA, providing legal advice on a range of issues, such as antitrust, real estate, environmental compliance, employment, supply and distribution, and other matters on a daily basis.

In 2014, Jennifer worked on maintaining her objectivity in managing critical investigations and claims. She conducted two employment investigations to successful conclusion. She organized and carried out an in depth investigation of a whistleblower and retaliation complaint and negotiated a settlement with a former employee for a sum substantially lower than the former employee originally demanded. She also led and oversaw an investigation of discrimination claims by another employee and was able to close the investigation without further concerns being raised. Jennifer also supported Mytex, MPCA, MCIS, MFA, MRCFAC and MCPP in concluding numerous employee issues. She also assisted in MKIC's restructuring and reduction in force in the 4th quarter of 2014.

Jennifer has demonstrated an ability to handle many complex matters at once. She is hard working and absorbs additional responsibility without hesitation or complaint. She is accessible, generally responding immediately to clients. She provides meaningful communication to and is supportive of her clients, her colleagues and the department. My confidence in her ability to manage matters on her own continues to grow. She has good instincts and consistently demonstrates excellent judgment in providing advice. As of April 1, 2015, Jennifer will be promoted to Acting General Counsel and Chief Compliance Officer of MCHA. She began her transition to this new role during the 4th quarter of 2014.

4. Overall Level of Performance

Based on the previous year's performance, the most accurate general description of this individual's job performance is:

- ☒ Exceeds Expectations: Regularly makes contributions of great value to the company, showing innovation, creativity, and independent action. Is recognized as a leader by others in the organization and frequently goes beyond the norm of usual job performance in this position.
- ☐ Meets Expectations: Job Performance is that of a fully experienced person in this position. Meets all requirements of the position and occasionally may make contributions beyond what is normally expected. Is a solid performer within the organization.
- ☐ Does Not Meet Expectations: Further improvement is needed in order to be considered as fully performing the requirements of this position. Improvement may come as the result of further experience and/or training, in the case of a newer employee, or in the form of more closely meeting organizational performance parameters, in the case of a more experienced employee.

5. Development Plan

Compliance and Ethics: Jennifer needs to "own" the compliance program as a whole. She needs to spend as much time on this area as the legal issues and become completely familiar with all policies and curricula.

Leadership and management: Jennifer will supervise and manage all members of the legal department. Jennifer will train and supervise Stephen Rose, the newest member of the legal department.

Legal Skills: Jennifer should take CLE programs on employment, small legal department management and leadership in compliance.

Relationships with Japanese Affiliates: Jennifer will visit Japan in October 2015.

6. Employee Comments

Admittedly, the first half of fiscal and calendar 2014 was not filled with big M&A deals like the prior two years, but nonetheless, I was busy and accomplished a lot. At the end of the year, I began the transition to my new role as Acting General Counsel and Chief Compliance Officer and realized how much work is in front of me as well as behind me.

2014 was a year of growth and opportunity – not just for me personally, but for the department as a whole and for MCHA as well. We welcomed a new legal trainee to the department; providing me with an opportunity to take on some management responsibilities. We also welcomed several new businesses into the MCHA services group; providing me with an opportunity to show these new businesses that they can rely (some for the first time) on in-house legal support at a low cost. I have enjoyed both new opportunities.

I have been responsible to support several of the largest of the NA affiliates; some who have of the most day to day legal needs, and I consistently work to do it efficiently and in a manner that reduces risk and cost to those businesses. Among others, I am primarily responsible for MFA and the growing MCP (both power users of legal support), as well as provide the daily management of the USRO and Alpha litigations. As seen above, we settled several long-standing litigations on my initiative. Every day I am confronted with complex and not so complex legal issues and I make sure that each client I work with understands what the issue is, what the risk is and what a good legal solution can be for him/her to accomplish the company's goals.

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7. Goals and Objectives

List below specific goals and objectives related to the employee's job that can be mutually agreed to by the employee and his or her supervisor for the coming year. Goals and objectives should be (1) reasonable and attainable; (2) measurable, if possible; (3) consistent with broad goals for the company.

Specific Goal or Objective	Target Date for Completion
SEE ATTACHED	

Employee Signature

Jennifer S. Friedman

Date:

4/30/15

Supervisor Signature

Douma Costa

Date:

4/29/15

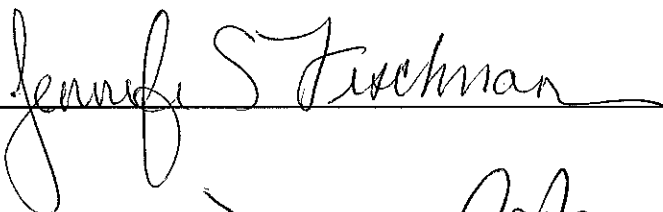
For my personal project, I educated employees and company leaders on corruption and bribery risks and regulations, including explaining different cultures and countries we do business in so that they have a better understanding of how to manage such risks. I also launched the Anti-bribery Compliance Manual to two businesses successfully. This will continue into the second half of the FY2014 and FY 2015.

In the department, I have consciously tried to assume a leadership role and sought every opportunity I could to support other members of the department. When Donna left our department meetings a few times after announcing a project or idea for the rest of us to discuss, I played a key role in the meetings and sought input from everyone. I then coordinated the proposals among all of us and reported the outcome. Specifically, with respect to the document management system, I made sure that we left every meeting with another meeting or deadline scheduled among us to keep the process moving, and made sure that we were all using the same terms for evaluation, by collecting the information and collating it together for everyone after the meeting. We will transition to the new document management system in the first half of 2015.

With respect to managing Maiko, I have met with her several times each week or as necessary, to review her work, assist her in understanding the expectations of others and to give her a basic understanding of the law in the US. When I have meetings, I invited her to them so that she could get an understanding of the issues or concerns that I am interested in when I review a contract or discuss a legal issue with a client. This will help her learn to assess risks on her own and be more successful and efficient in her job.

I am excited for my new role leading the Legal Department and assuming the lead of the compliance program this year. These are huge responsibilities and I am ready to take them on and devote all my energy to them!

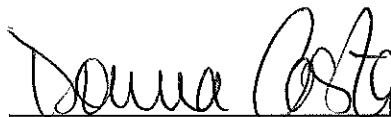
Employee Signature:



Date:

4/30/15

Signature of Manager or Supervisor:



Date:

4/29/15

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Specific Goal	Action Plan	Realistic Completion Timing
<u>Transition from Peer to Leader – Establish New Rapport to Earn Trust and Respect from Dept. Members</u>	The action plan for this goal of becoming the “Leader” is not limited to the bullet points in this category; it is simply a starting point. I consider everything I will do this year will be part of the transition to becoming an effective leader, as is evident in the other goals and action plans, but from the perspective of the members in the legal department, these are the steps I am taking to help signal to them that I am able to transition from being their peer to being the leader of the legal department.	
	<ul style="list-style-type: none"> Educate myself about how to successfully make this transition by reading books and articles on leadership & on the transition from peer to leader in law and business 	<ul style="list-style-type: none"> Begun in December 2014, continuing through Fall 2015 and beyond
	<ul style="list-style-type: none"> Meet individually with each member of the dept. to discuss 2015 goals and their expectation or needs 	<ul style="list-style-type: none"> Begun March/April 2015 and may do progress update in November toward goals
	<ul style="list-style-type: none"> Conduct effective bi-monthly dept. meetings on relevant topics, including assigning some topics to other members of the department. Practice skills of active listening and meeting facilitation. 	<ul style="list-style-type: none"> Beginning May/June 2015 and then continuing every 2 months as possible
	<ul style="list-style-type: none"> Communicate information from LT meetings and MCHA President to legal dept. members. 	<ul style="list-style-type: none"> Begun April 2015; ongoing

Specific Goal	Action Plan	Realistic Completion Timing
<u>Peer to Leader cont'</u>	<ul style="list-style-type: none"> Develop decision making skills by seeking input and ideas from members of the department on issues and then making and communicating decisions on appropriate issues. 	<ul style="list-style-type: none"> Begun April 2015; ongoing
	<ul style="list-style-type: none"> Meet regularly with and seek input and feedback from MCHA President and HR Director on leadership ideas, "gut-checks," guidance and information regarding position (part of learning all that the position means); assess my own objectivity and management regularly; 	<ul style="list-style-type: none"> Begun December 2014; ongoing
	<ul style="list-style-type: none"> Establish rapport and earn trust & respect by meeting with Kathryn, Andy, Jordon, Kelli (and Joe, to a lesser extent), to learn about their needs, interests, workload, substantive knowledge, and technical skills 	<ul style="list-style-type: none"> Begun in April 2015; ongoing
	<ul style="list-style-type: none"> Provide input on individual 2015 Goals 	<ul style="list-style-type: none"> April 2015
	<ul style="list-style-type: none"> Develop and communicate Dept. goals and monitor progress toward the goals 	<ul style="list-style-type: none"> April 2015; ongoing
	<ul style="list-style-type: none"> Start to think more strategically about the department as a whole rather than focusing solely on providing tactical services 	<ul style="list-style-type: none"> Ongoing – maybe achieved by the end of year 1 or 2

Specific Goal	Action Plan	Realistic Completion Timing
<u>Be an Effective Supervisor of All Members of the Legal Department</u>	<ul style="list-style-type: none"> Hire, train, mentor Stephen Rose; meet with him regularly; try to model desired actions and behaviors, provide and review his work product; give feedback; explain the company culture; introduce him to business contacts, etc. 	<ul style="list-style-type: none"> May 2015; ongoing
	<ul style="list-style-type: none"> Continue to mentor and train Maiko 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Meet regularly with all members of the dept. to consult with them about their clients, provide effective feedback on their work and continue to learn about their needs for development 	<ul style="list-style-type: none"> Ongoing; probably this will be done ad hoc at first as time allows because I will be training Stephen, but when he is more stable, I will have more time to meet with others
	<ul style="list-style-type: none"> Delegate assignments to Jordon and Andy that are diverse and growth oriented (i.e., outside pharma for Andy and more M&A or interesting projects for Jordon) 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Meet with Kathryn to determine her needs for supporting Joe 	<ul style="list-style-type: none"> Monthly
	<ul style="list-style-type: none"> Request monthly input for President's report on meeting Mission Statement goals 	<ul style="list-style-type: none"> Begun April 2015; ongoing
	<ul style="list-style-type: none"> Host 2-3 team building events to build morale and sense of belonging to a team. 	<ul style="list-style-type: none"> March, May & December
<u>Establish and Broaden My Credibility Among Business Leaders at NA Affiliates and MCHC/MCHJ</u>	<ul style="list-style-type: none"> Find and use one or two mentors such as Dennis Trice to help guide me in achieving this goal 	<ul style="list-style-type: none"> Ongoing

Specific Goal	Action Plan	Realistic Completion Timing
	<ul style="list-style-type: none"> Try and meet with all affiliate presidents to better understand their businesses and goals and develop working relationship 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Continue to provide proactive, objective, legal, compliance and corporate governance advice and work directly with business leaders on important matters, investigations, litigation, and compliance 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Attend Presidents' Meeting 	<ul style="list-style-type: none"> September 2015
	<ul style="list-style-type: none"> Continue to expand technical legal capabilities in order to think strategically when offering tactical solutions that support business goals 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Provide Quarterly Litigation Report to MCHJ; seek to establish more regular communication with MCHJ 	<ul style="list-style-type: none"> Every Quarter; monthly possibly
	<ul style="list-style-type: none"> Provide Quarterly Compliance Reports to MCHC; biannual to MTPC 	<ul style="list-style-type: none"> Quarterly
	<ul style="list-style-type: none"> Work with MCHA President to determine other effective communications to MCHC 	<ul style="list-style-type: none"> As necessary on high profile matters
	<ul style="list-style-type: none"> Consider establishing communication to affiliates: "Hot Topics in Law that Affect Your Business" 	<ul style="list-style-type: none"> Q2
	<ul style="list-style-type: none"> Increase business knowledge by reading newspaper articles relevant to our businesses, Japan and economics 	<ul style="list-style-type: none"> Ongoing

Specific Goal	Action Plan	Realistic Completion Timing
<u>"Own" the Compliance Program</u>	<ul style="list-style-type: none"> Review and dissect every current MCHA policy to become intimately familiar with every policy 	<ul style="list-style-type: none"> Complete by Summer 2015
	<ul style="list-style-type: none"> take multiple on-line courses, review past and present courses in anticipation of course offering decisions for 2016; analyze for content, culture and relevance 	<ul style="list-style-type: none"> October 2015
	<ul style="list-style-type: none"> Meet with Kelli regularly to gain understanding of her knowledge and experience and get her input about best practices and changes we have implemented along the way that have worked and understand things that didn't work 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Attend outside Compliance Round Table meetings and other 3rd party offerings to learn about best practices; read articles about compliance "hot topics;" government trends of enforcement; new laws; ethical issues 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Conduct compliance investigations and provide effective resolutions while maintaining objectivity 	<ul style="list-style-type: none"> As required
	<ul style="list-style-type: none"> Revise, as necessary, all MCHA Policies and decide whether to add new policies, e.g., Social Media, Privacy and Insider Trading 	<ul style="list-style-type: none"> Complete by November 2015
	<ul style="list-style-type: none"> Delegate some training to affiliates on compliance issues to other members of the legal department; review presentations and provide meaningful feedback 	<ul style="list-style-type: none"> Ongoing; Because getting out to more businesses is important for my own visibility and credibility, this may happen more in year 2 but some people will have opportunities
	<ul style="list-style-type: none"> Continue roll-out of Anti-Bribery Compliance Manual 	<ul style="list-style-type: none"> Ongoing; By Q4 2015

Specific Goal	Action Plan	Realistic Completion Timing
<u>Compliance cont'</u>	<ul style="list-style-type: none"> Establish International Trade Compliance Program and consider whether it should be merged with the Anti-Bribery Compliance Manual 	<ul style="list-style-type: none"> By Q4 2015
	<ul style="list-style-type: none"> Keep thinking and talking about the program as a whole, not a single part 	<ul style="list-style-type: none"> Begun April; ongoing
	<ul style="list-style-type: none"> Attend Annual MCHC Internal Controls/ Compliance Meeting in Tokyo 	<ul style="list-style-type: none"> October 2015
	<ul style="list-style-type: none"> Keep thinking forward, keep asking questions, and keep asking ourselves if we are doing enough? 	<ul style="list-style-type: none"> Ongoing; own in Year 1, consider strategies in year2?
<u>"Own" Corporate Governance</u>	<ul style="list-style-type: none"> Become intimately familiar with MCHA Template Bylaws, minutes, board resolutions, board and shareholder guidelines; directors' trainings and prioritize whether changes are needed this year 	<ul style="list-style-type: none"> By September 2015
	<ul style="list-style-type: none"> Read articles on corporate governance "hot topics" 	<ul style="list-style-type: none"> Begun February 2015; ongoing
	<ul style="list-style-type: none"> Act as secretary and attend a select number of board meetings to enhance my knowledge about my role as corporate secretary 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Review new affiliates' Bylaws and help them transition to the MCHA corporate governance program 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Review and update D&O list and affiliate list 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Think about formalities and corporate veil issues; do training for legal department on corporate veil 	<ul style="list-style-type: none"> Q1 and Q2

Specific Goal	Action Plan	Realistic Completion Timing
<u>Manage the Legal Department Budget</u>	<ul style="list-style-type: none"> Meet with Kelli monthly to review the budget and manage costs; review all expense reports 	<ul style="list-style-type: none"> Monthly
	<ul style="list-style-type: none"> Review and manage all outside vendors and costs 	<ul style="list-style-type: none"> Ongoing
	<ul style="list-style-type: none"> Meet with MCHA President to begin process for Budget 2016; monitor service levels provided to affiliates; review current budget and keep an ongoing "wish" list for 2016 of new possible expenses not included in 2015 (e.g., 5/10/15 yr awards; new IT equip.), etc. 	<ul style="list-style-type: none"> Q3?
	<ul style="list-style-type: none"> Work with Kelli to update outside counsel lists and maintain quarterly fee report; see if there are new ways to manage OSC 	<ul style="list-style-type: none"> Ongoing; quarterly report